

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 25447 FILED

FEB 10 '05

12-47 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 9, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 20, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Lessee:	Star of the West Milling 121 E. Tuscola Street Frankenmuth, MI 48734

A description of the railroad equipment covered by the enclosed documents is:

18 covered hopper cars within the series AEX 6596– AEX 7360 as more particularly set forth in the equipment schedule attached to the document.

Mr. Vernon A. Williams
February 9, 2005
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25447 FILED

FEB 10 '05

12-47 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 20th day of December, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Star of the West Milling, a Michigan corporation, having its principal place of business at 121 E. Tuscola Street, PO Box 146, Frankenmuth, MI 48734 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Full Service Lease Agreement #200001-SWM dated September 19, 2000, (the "Master Lease"), and Deal #R00637 dated effective as of October 1, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee eighteen (18) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of forty-eight (48) months starting October 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

STAR OF THE WEST MILLING

By: Jamie K. Weiss
Title: Customer Service Mgr

STATE OF Michigan)

COUNTY OF TISCA) SS:

The foregoing instrument was acknowledged before me this 20th day of December, 2004, by JAMIE K. WEISS, the CUSTOMER SERVICE MGR of Star of the West Milling, a Michigan corporation, on behalf of the corporation.

Lori L. Laist
LORI L. LAIST
Notary Public

(Remainder of page Intentionally Blank)

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Rasesh H. Shah

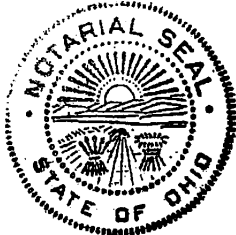
Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS)

SS:

The foregoing instrument was acknowledged before me this 20th day of December, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

(Remainder of page Intentionally Blank)

EXHIBIT "A"	
Star of the West Milling 18 Covered Hoppers 200001-SWM Deal #R00637	
1	AEX 006596
2	AEX 006630
3	AEX 006652
4	AEX 006668
5	AEX 006674
6	AEX 007000
7	AEX 007026
8	AEX 007037
9	AEX 007082
10	AEX 007109
11	AEX 007115
12	AEX 007127
13	AEX 007128
14	AEX 007152
15	AEX 007283
16	AEX 007292
17	AEX 007351
18	AEX 007360

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/9/05



Robert W. Alvord